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Attorneys for Debtors  
 and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	: <b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
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**NOTICE OF HEARING ON APPLICATION OF DEBTORS FOR ENTRY OF ORDER  
 PURSUANT TO 11 U.S.C. §§ 327(e) AND FED. R. BANKR. P. 2014 AUTHORIZING  
 RETENTION AND EMPLOYMENT OF BAKER & MCKENZIE AS  
SPECIAL COUNSEL, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

PLEASE TAKE NOTICE that upon the annexed Application, dated July 21, 2009 (the “**Application**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), for an order, pursuant to section 327(e), of title 11, United States Code authorizing the retention and employment of Baker & McKenzie as special counsel, as more fully set forth in the Application, a hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **August 3, 2009 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company (f/k/a General Motors Corporation), 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.) (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein, Esq., Thomas Moers Mayer, Esq., Adam C. Rogoff, Esq., and Gordon Z. Novod, Esq.); (viii) the

Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.); and (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), so as to be received no later than **July 29, 2009, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

If no objections are timely filed and served with respect to the Application, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Application, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
July 21, 2009

/s/ Joseph H. Smolinsky

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
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**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
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<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**APPLICATION OF DEBTORS FOR ENTRY OF ORDER PURSUANT TO  
 11 U.S.C. §§ 327(E) AND FED. R. BANKR. P. 2014 AUTHORIZING  
 RETENTION AND EMPLOYMENT OF BAKER & MCKENZIE AS  
 SPECIAL COUNSEL, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

TO THE HONORABLE ROBERT E. GERBER,  
 UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its  
 affiliated debtors, as debtors in possession (collectively, the “**Debtors**”) <sup>1</sup>, respectfully represent:

**Relief Requested**

1. The Debtors submit this application (the “**Application**”) for authority to  
 employ and retain Baker & McKenzie (“**Baker**”) as special counsel for the Debtors, *nunc pro*

<sup>1</sup> The Debtors include: Motors Liquidation Company (09-50026); Saturn, LLC (09-50027); Saturn Distribution Corporation (09-50028); and Chevrolet-Saturn of Harlem, Inc. (09-13558).

*tunc* to June 1, 2009 (the “**Commencement Date**”), the date on which the Debtors’ chapter 11 cases were filed, pursuant to sections 327(e) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

### **Jurisdiction**

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **Retention of Baker & McKenzie**

3. By this Application, the Debtors request entry of an order, pursuant to sections 327(e) and 1107(b) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules, and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (“**Local Rules**”), authorizing the employment of the law firm of Baker & McKenzie, including partners and employees in its member firms as special counsel for the Debtors, effective *nunc pro tunc* to the Commencement Date. *Nunc pro tunc* retention is appropriate because (i) this Application was filed as soon as practicable after the Commencement Date, (ii) Baker has provided and will continue to provide services to the Debtors from and after the Commencement Date, and (iii) a final hearing on this Application will not be conducted, and a final order will not be entered, until after the Commencement Date.

4. The Debtors are seeking to retain Baker with respect to the following matters (collectively, “**Representative Matters**”):

- Representing and advising the Debtors through identification and resolution of all tax claims and exposures in the United States and jurisdictions outside of the United States in which the company has operations, in the Debtors’ bankruptcy cases and otherwise;
- Representing and advising the Debtors in connection with coordination and contingency planning relating to global financing in the Asia Pacific

- region, including advice relating to regulatory requirements and contract rights;
- Representing and advising the Debtors in connection with certain defined strategic alternatives and aspects of potential sales and purchases of assets, including any transaction involving Delphi Corporation, its assets and affiliates; and
- Representing and advising the Debtors and their European affiliates in connection with the negotiation and implementation of potential investments and funding arrangements in Europe.

5. Section 327(e) provides for the appointment of special counsel that has previously represented the debtor, where the proposed counsel does not possess any interest materially adverse to the debtor with regard to the matter(s) that will be handled by counsel:

The trustee, with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e). Moreover, section 1107(b) provides that “a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case.”

*Id.* § 1107(b).

6. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel that previously represented a debtor prepetition provided that: (a) the appointment is in the best interest of the debtor's estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not amount to conducting the bankruptcy case for the debtor in possession. *See DeVlieg-Bullard, Inc. v. Natale (In re DeVlieg, Inc.)*, 174 B.R. 497, 502-04 (N.D. Ill. 1994); *see also Bank Brussels Lambert v. Coan (In re AroChem Corp.)*, 176 F.3d 610, 622 (2d Cir. 1999) (noting that “where the interest of the special

counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand”). As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to Baker and, therefore, its retention should be approved under section 327(e) of the Bankruptcy Code.

7. The Debtors’ knowledge, information, and belief regarding the matters set forth in this Application are based on and made in reliance upon the Declaration of A. Duane Webber (the “**Webber Declaration**”), a Baker partner, sworn to on July 17, 2009, a copy of which is attached as Exhibit “A.”

**The Employment and Retention of  
Baker Is in the Best Interests of the Estates**

8. The Debtors’ decision to retain Baker is based on several factors:

(a) Baker is well qualified to act as special counsel in the Representative Matters for which it has been asked to provide legal counsel; (b) prior to the Commencement Date, Baker actively represented the Debtors and their affiliates with regard to various matters, including some of the Representative Matters for which the Debtors seek Baker’s continuing postpetition counsel; and (c) the Debtors believe that representation by Baker in all such matters, subsequent to the Commencement Date was, and is, in the best interest of the estates.

9. The Debtors selected Baker as special counsel for the Representative Matters described above because Baker has extensive knowledge, experience and expertise with these kinds of matters. Baker is one of the world’s largest law firms with approximately 4,000 attorneys in 69 offices in 40 countries. Baker’s knowledge, resources and international reach permit it to deliver high quality legal services throughout the world with fluency, consistency, confidence and sensitivity for cultural, social and legal practice differences outside of the U.S. Baker has extensive expertise in virtually all aspects of the law that may arise in the

Representative Matters and these chapter 11 cases, including tax, corporate, labor, benefits, immigration and employment, finance, litigation, securities, environmental, intellectual property and restructuring.

10. Further, based upon Baker's experience with the Debtors and ongoing familiarity with the Representative Matters, continued retention of Baker is essential to avoid duplicative and unnecessary expense. Finding substitute counsel would necessarily cause increased expenses as that counsel becomes familiar with the Debtors' businesses, operations, corporate and capital structure, restructuring needs and strategic prospects. As a result, the Debtors believe that the estate will benefit from continuing representation by Baker on the Representative Matters.

11. The Debtors have been informed that all of Baker's partners, counsel, and associates who may appear before this Court are members in good standing with the bars of the jurisdictions in which they practice. Further, to the extent such lawyers are admitted to the federal District Courts in New York, they are in good standing in those courts.

12. Considering its history of representation of the Debtors and its reputation, the Debtors believe the employment of Baker under the terms described herein is in the best interest of the Debtors' estates.

**Baker Holds No Interest Adverse to the Debtors  
or the Debtors' Estates with Respect to the Representative Matters**

13. To the best of the Debtors' knowledge, and except as may be set forth in the Webber Declaration, Baker does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters as to which Baker is to be employed. *See In re AroChem*, 176 F.3d at 622 (emphasizing that, under section 327(e) of the Bankruptcy Code, potential conflicts must be evaluated only with respect to the scope of the proposed retention). The



Debtors have been informed that Baker will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise, and, if any new relevant facts or relationships are discovered, Baker will supplement its disclosure to the Court.

14. Baker has informed the Debtors that it is owed approximately \$250,000 in unpaid fees and expenses from the Debtors as of the Commencement Date for services rendered by Baker unrelated to these chapter 11 cases. Baker has not received payment of any of these outstanding amounts. Baker is, therefore, a prepetition creditor of the Debtors. However, Baker's status as a prepetition creditor of the Debtors does not bar its retention by the Debtors under section 327(e) of the Bankruptcy Code. 3 *Collier on Bankruptcy*, ¶ 327.04[9][d], at 327-63-64 (15th ed. 2008) ("the disinterested test of section 327(a) does not apply to section 327(e) because the attorney may, in fact, be a creditor of the debtor for fees related to such prepetition representation of the debtor"); *see also DeVlieg*, 174 B.R. at 503 (holding that proposed attorney due outstanding prepetition fees did not hold interest adverse to the debtor or its estate for the matters for which it was to be retained under the "more relaxed conflict-of-interest standard" of section 327(e)).

15. Based on the foregoing and the disclosures set forth in the Webber Declaration, the Debtors submit that Baker does not hold or represent any interest adverse to the Debtors or the Debtors' estates with respect to the matters on which Baker is to be employed.

**Baker Will Not Conduct the Debtors' Bankruptcy Case**

16. By separate applications, the Debtors have sought the Court's approval to retain and employ Weil, Gotshal & Manges LLP as the Debtors' general bankruptcy counsel. By contrast, Baker's postpetition work is comprised only of the Representative Matters. None of these matters involves the conduct of the bankruptcy cases themselves. Additionally, because

Baker is not serving as the Debtors' bankruptcy counsel, the Debtors believe that Baker has not rendered "services . . . in contemplation of or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code. Accordingly, the services rendered and functions to be performed by Baker will not be duplicative of any bankruptcy-related work performed by Weil, Gotshal or any other law firms retained by the Debtors. Furthermore, Baker will coordinate with the Debtors' other professionals to ensure that its services are, to the maximum extent possible, consistent with and complimentary to other professionals' services.

### **Professional Compensation**

17. The Debtors understand that Baker intends to apply separately to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, all guidelines promulgated by the U.S. Trustee, and all orders of this Court governing professional services performed and expenses incurred after the Commencement Date. To that end, Baker has agreed to submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the rules and orders of this Court, and according to the terms of retention applicable in each jurisdiction in which Baker will be providing services.

18. Baker has further informed the Debtors that the current hourly billing rates for Baker professionals expected to spend significant time on the Representative Matters range from:<sup>2</sup>

Partners .....	\$325 to \$925
Of Counsel .....	\$200 to \$700
Associates .....	\$150 to \$540

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<sup>2</sup> Such hourly rates may change from time to time in accordance with Baker & McKenzie's established billing practices and procedures. U.S. dollar values assigned to billing rates for attorneys outside of the U.S. may fluctuate based upon applicable exchange rates.

Para-professionals ..... \$60 to \$250

19. The Debtors respectfully submit that such rates are reasonable and comparable to the rates other firms charge for similar services. Baker & McKenzie's current hourly rates for associates and partners outside of the United States, depending on the jurisdiction, vary from \$200 to \$1200. These rates are consistent with hourly rates charged by professionals for similar services in the jurisdictions in which the services are provided.

20. For services rendered by Baker in these cases, the Debtors, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, all guidelines promulgated by the U.S. Trustee, and orders of the Court, propose to pay Baker its customary hourly rates that are in effect from time to time, for each jurisdiction in which services are provided, as set forth in the Webber Declaration.

#### **Notice**

21. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (v) the attorneys for the ad hoc bondholders committee, (vi) the U.S. Attorney's Office, S.D.N.Y., (vii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002, and (xiv) Baker. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

22. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York  
July 21, 2009

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP

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Attorneys for Debtors  
and Debtors in Possession

**Exhibit A**

**Webber Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION OF A. DUANE WEBBER AND DISCLOSURE STATEMENT OF  
BAKER & MCKENZIE PURSUANT TO SECTIONS 327(e), 329 AND 504  
OF THE BANKRUPTCY CODE AND RULE 2014(a) OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE IN SUPPORT OF APPLICATION  
OF DEBTORS FOR ENTRY OF ORDER PURSUANT TO 11 U.S.C. §§ 327(E)  
AND FED. R. BANKR. P. 2014 AUTHORIZING  
RETENTION AND EMPLOYMENT OF BAKER & MCKENZIE AS  
SPECIAL COUNSEL, *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

I, A. Duane Webber, declare as follows:

1. Since 1985, I have been duly licensed to practice as an attorney in the State of Maryland and since 1986, I have been duly licensed to practice as an attorney in the District of Columbia. I am a Partner in the law firm of Baker & McKenzie (“**Baker**,” or the “**Firm**”), located at 815 Connecticut Avenue, Suite 900, Washington, D.C. 20006, and other locations in the United States and throughout the world. I submit this declaration (this “**Declaration**”) in support of the Debtors’ Application For Entry Of Order Pursuant To 11 U.S.C. §§ 327(e) And Fed. R. Bankr. P. 2014 Authorizing Retention And Employment Of Baker & McKenzie As Special Counsel, *Nunc Pro Tunc* To The Commencement Date (the “**Application**”)<sup>1</sup> and to provide the disclosures required under rules 2014(a) and 2016(b) of the Federal Rules of

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<sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Application.

Bankruptcy Procedure (the “**Bankruptcy Rules**”) and 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

2. I have personal knowledge of the matters set forth herein and could testify competently as to the facts contained herein.

3. To the extent it is brought to my attention that any information disclosed herein requires amendment or modification upon Baker’s completion of further review or as additional party in interest information becomes available to it, I intend to file a supplemental declaration to the Court reflecting such amended or modified information.

**Scope of Retention of Baker**

4. The Debtors<sup>2</sup> are seeking to retain Baker with respect to the following matters (collectively, “**Representative Matters**”):

- Representing and advising the Debtors through identification and resolution of all tax claims and exposures in the United States and jurisdictions outside of the United States in which the company has operations, in the Debtors bankruptcy cases and otherwise;
- Representing and advising the Debtors in connection with coordination and contingency planning relating to global financing in the Asia Pacific region, including advice relating to regulatory requirements and contract rights;
- Representing and advising the Debtors in connection with certain defined strategic alternatives and aspects of potential sales and purchases of assets, including any transaction involving Delphi Corporation, its assets and affiliates; and
- Representing and advising the Debtors and their European affiliates in connection with the negotiation and implementation of potential investments and funding arrangements in Europe.

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<sup>2</sup> The Debtors include: Motors Liquidation Company (09-50026); Saturn, LLC (09-50027); Saturn Distribution Corporation (09-50028); and Chevrolet-Saturn of Harlem, Inc. (09-13558).

**Compensation of Baker**

5. Baker's current hourly billing rates for Baker professionals expected to spend significant time on the Representative Matters range from:<sup>3</sup>

Partners .....	\$325 to \$925
Of Counsel .....	\$200 to \$700
Associates .....	\$150 to \$540
Para-professionals .....	\$60 to \$250

Baker & McKenzie's current hourly rates for associates and partners outside of the United States, depending on the jurisdiction, vary from \$200 to \$1200. These rates are consistent with hourly rates charged by professionals for similar services in the jurisdictions in which the services are provided.

6. These rates are designed to fairly compensate Baker for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses. These rates are adjusted periodically and any modification of such rates is applicable to legal services performed after the new rates become effective. Baker will notify the Debtors, the U.S. Trustee, the Court and any official committee of any change in the hourly rates charged by Baker for services rendered, and will file such notification with the Court.

7. The expenses that Baker ordinarily and customarily charges its clients include, but are not limited to, telephone and telecopier charges, mail and express mail charges, messenger and hand delivery charges, photocopying charges at the rate of \$.10 per page, document processing, courier services, overnight delivery charges, computer-assisted research, docket and filing fees, travel expenses, expenses for "working meals," court reporting charges and

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<sup>3</sup> Such hourly rates may change from time to time in accordance with Baker & McKenzie's established billing practices and procedures. U.S. dollar values assigned to billing rates for attorneys outside of the U.S. may fluctuate based upon applicable exchange rates.



transcription charges, overtime for secretarial personnel, and other incidental costs advanced by the firm specifically for these matters.

8. Baker intends to apply separately to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, all guidelines promulgated by the U.S. Trustee, and all orders of this Court governing professional services performed and expenses incurred after the Commencement Date. Baker will submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court.

9. Except as is permitted by section 504(b) of the Bankruptcy Code, Baker has not entered into any agreement respecting the division or sharing of fees arising out of these proceedings with any third party, nor will it enter into any such agreement or any other agreement prohibited by section 504 of the Bankruptcy Code or 18 U.S.C. § 155.

#### **Qualifications of Baker**

10. Baker is one of the world's largest law firms with approximately 4,000 attorneys in 69 offices in 40 countries. Baker's knowledge, resources and international reach permit it to deliver high quality legal services throughout the world with fluency, consistency, confidence and sensitivity for cultural, social and legal practice differences outside of the U.S. Baker has extensive expertise in virtually all aspects of the law that may arise in the Representative Matters and these chapter 11 cases, including tax, corporate, labor, benefits, immigration and employment, finance, litigation, securities, environmental, intellectual property and restructuring.

11. Baker is well positioned to provide the type of representation required by the Debtors on the Representative Matters. Based on Baker's knowledge and familiarity with the

Debtors multi-national business and legal affairs, their tax structure and contractual relationships, and the ongoing matters for which Baker represented the Debtors prior to the Commencement Date, the Firm is uniquely qualified to provide counsel to the Debtors with respect to the Representative Matters.

12. Baker's partners, counsel, and associates who may appear before this Court are members in good standing with the bars of the jurisdictions in which they practice. Further, to the extent such lawyers are admitted to the federal District Courts in New York, they are in good standing in those courts.

**Connections of Baker to Parties-in-Interest**

13. In preparing this Declaration, attorneys and employees of Baker compared an extensive list of parties-in-interest and other persons and entities related to the Debtors and their chapter 11 cases (the "**Chapter 11 Cases**") to Baker's conflicts database of present and former clients and adverse parties, including the Debtors and their affiliates; the officers, directors and control persons of the Debtors; creditors, insurers, utility providers, debt instrument holders, vendors and suppliers of the Debtors; counterparties to leases, contracts and financial agreements; adversaries in litigation matters to which the Debtors are parties; the professionals known to Baker sought to be retained by the Debtors in this case; the U.S. Trustee and other persons employed thereby; and other known significant parties in interest in the Chapter 11 Cases.

14. The conflicts database maintained by Baker includes every matter in which the firm is now or has been engaged over at least the past five years and, in each instance, the identity of related parties and adverse parties. It is Baker's policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with

maintaining the conflicts database the information necessary to check each new matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties.

15. Except as set forth below, and to the best of my knowledge, neither I, Baker, nor any partner, counsel to, or associate of the Firm holds any interest adverse to the Debtors with respect to the Representative Matters. As described below, Baker represents certain interests in connection with the Representative Matters, but such interests are not materially adverse to Motors Liquidation Company (“**MLC**”) and appropriate waivers have been obtained.

- Baker has been advising MLC and its affiliates in connection with aspects of MLC’s proposed acquisition of Delphi Corporation’s (“**Delphi**”) Steering Business Lines (the “**Transaction**”). Baker provides legal services to Delphi and certain of its affiliates. Baker has also been engaged to provide competition law advice to Platinum Equity, LLC (“**Platinum**”) with respect to its interest in other aspects of Delphi. Baker has obtained written waivers from MLC, Delphi and Platinum sufficient to allow Baker to be retained as special counsel on the terms set forth in this Application.
- Baker has been advising MLC in connection with the negotiation and implementation of a potential investment by third parties in Adam Opel GmbH, including advice related to funding arrangements involving European governments. Baker has also been engaged to provide competition law advice related to the potential transaction to Magna International Inc. (“**Magna**”) and certain of its affiliates. Baker has obtained written waivers from MLC and Magna sufficient to allow Baker to be retained as special counsel on the terms set forth in this Application.

16. Except as set forth below, and to the best of my knowledge, neither Baker, nor any partner, counsel to, or associate of the Firm has any connection with the Debtors, their creditors or any other party in interest in the Debtors’ cases, their respective attorneys and advisors, the U.S. Trustee, any person employed in the Office of the U.S. Trustee, or the Bankruptcy Judges for the Southern District of New York.

- (a) Attorneys at Baker have been representing the Debtors in ongoing matters and Baker has represented and intends to continue to represent the Debtors' non-debtor affiliates on terms similar to those set forth herein.
- (b) Baker has appeared in the past, and may appear in the future, in cases unrelated to the Representative Matters, where creditors of the Debtors and other interested parties and/or their respective attorneys and advisors may be involved.
- (c) Baker may have in the past represented, may currently represent, and likely will in the future represent creditors and other parties in interest of the Debtors and in the Chapter 11 Cases in connection with matters unrelated to the Representative Matters.
- (d) Baker may previously have represented, currently represent, or may represent in the future, parties who are or may be parties to past, pending or future litigation with the Debtors. Baker has not agreed to represent any such party in connection with litigation against the Debtors.
- (e) Baker may have "connections" with many of the attorneys and other professionals involved in the Chapter 11 Cases (collectively, "**Professionals**"). Baker may have referred matters to Professionals, or have been referred matters by Professionals. Baker may previously have represented, presently represent, or in the future represent one or more of the Professionals in matters unrelated to the Representative Matters.
- (f) Baker may acquire goods and services from one or more of the Debtors' vendors, insurers, utility providers, creditors or contract counterparties.

(g) Except to the extent it has represented or may now represent those persons or entities listed on the attached Schedule 1, Baker has no professional relationship with the Debtors' known secured and significant unsecured creditors, or the Debtors' vendors or suppliers, counterparties to leases or contracts, insurers, utility providers, equity security holders, or the officers, directors and control persons of the Debtors or other known significant parties in interest in this case. Baker does not and will not represent any of the entities listed on Schedule 1 in connection with the Representative Matters.

17. Baker has unpaid invoices to MLC totaling approximately \$250,000 as of June 1, 2009, and is, therefore, a creditor in the Chapter 11 Cases at this time.

18. Neither Baker, nor its principals, counsel or associates, have received or been promised compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code and Bankruptcy Rules.

19. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed on July 17, 2009.

/s/ A. Duane Webber  
A. Duane Webber

**Schedule 1**

American International Group Inc.	Bank of China
Allianz Global Investors AG	Bank of Montreal
A.S.P. Autoliv Inc	Bank of New York
ABC Group	Bank of New York Mellon Corporation
ABN AMRO	Bank of Nova Scotia
ABN AMRO Rothschild	Banque Generale du Luxembourg
ACDelco	Barclays Bank PLC
Ace USA Inc	Barclays Capital Inc.
Adam Opel GmbH	Barclays Global Investors
Advanced Bionics Corporation	Bayerische Landesbank
Aer Vironment, Inc.	BBVA Bancomer
Aesop Corp	Bear Stearns & Co.
AIG Global Investment Group	Behr America, Inc.
AIG Life Insurance Company	Behr GmbH & Co. KG
Aiu North America, Inc.	BellSouth Corporation
Alliant Energy Corporation	Benteler Automotive Corporation
Allianz	Biogen Idec Ma Inc
American Airlines Inc.	Biogen Inc
American Axle & Manufacturing, Inc.	Blackstone Group
American Bankers Insurance Group	Blue Cross & Blue Shield Association
American Express Company	BMW Group
American Travellers Life Insurance Co.	BNP Paribas
Amico Automatisering B.V.	Board of Regents of The University System Of Georgia
Android Industries L.L.C.	Borg Warner Automotive
AON Corporation	Bose Corporation
Apollo Management L.P.	BP Amoco
Apollo Tyres Limited	BP Products North America Inc.
Applied Intellectual Capital	Bp Solar International Ltd.
Arthur Andersen	Brandes Investment Partners, LP
Associated Aviation Underwriters Inc	Bridgestone Corporation
AT&T	Bridgestone/Firestone Inc.
Atlantic Richfield Company	Brunswick Corp.
Atmos Energy Corporation	BT Group plc
Aurelius Capital Management, L.P.	Buckeye Technologies Inc.
Australia & New Zealand Banking Group	Burger King Corporation
Autoliv, Inc.	Cadwalader Wickersham and Taft LLP
Avery Dennison Corporation	California Institute Of Technology
Avis Budget Car Rental, LLC	Camden Management Services SA
Avis Budget Group, Inc.	Campbell Ewald
AVN Air, LLC	Canadian Imperial Bank of Commerce
Avrinmeritor, Inc.	Canadian Linen And Uniform Service Co
Banc of America Securities LLC	Cap Gemini S.A.
Banca Intesa S.P.A.	Capgemini Canada Inc
Banco Comercial Portugues, S.A.	Capital International Limited
Bank of America	

Capital Research and Management	Digitas Asia Limited
Carlyle Group, The	Discover Financial Services Inc.
Catalys International Inc.	Dodge & Cox
Caterpillar Inc.	Dominion-Virginia Power
Caterpillar Logistics Services Inc.	Dresdner Bank
Chevrolet Nederland B.V.	DTE Energy Services Inc
Chrysler LLC	Duke Energy Corporation
Chubb Group of Insurance Companies	Dupont Performance Coatings
Canadian Imperial Bank of Commerce	Eastman Kodak Company
Citibank	Eaton Corporation
Citigroup Global Markets	Edison Electric Institute
Citigroup, Inc.	Electric Power Research Institute
City Of Nogales	Electronic Data Systems
Clearstream International SA	Eli Lilly & Company
Coca-Cola Company	Elliott International, Inc.
Codina Group Inc	Embarq Communications, Inc.
Coller Capital Limited	Emcon Technologies LLC
Columbia Gas	Employers Ins Company Of Wausa
Comcast Corporation	Englishtown, Inc.
Comerica Bank	Entergy Corporation
Commerzbank AG	Enterprise Rent-A-Car Company, Inc.
Commonwealth Edison Company	Equitable Resources Inc. a/k/a Equitable
Compact Power Systems, Inc.	Gas Company
Compagnie Generale Des Establishments	Ericsson Inc.
Compaq Computer Corporation	Ericsson Telecomunicacoes S.A
Computershare Trust Company, Inc.	Ernst & Young
Connecticut National Bank	ESIS Inc.
ConocoPhillips Company	Essex Woodlands Health Ventures
Consolidated Edison Co of New York, Inc	Euroclear Bank SA
Continental AG	European Bank for Reconstruction and
Continental Tire North America, Inc.	Development
Cooper-Standard Automotive Inc.	European Federation of Pharmaceutical
Credit Suisse	Industries and Associations
Cuna Mutual Insurance Society	Exxonmobil Oil Corp
Daewoo Motor Co Ltd	Fannie Mae
Daifuku Co., Ltd.	Faurecia Automotive Seating, Inc.
Daimler AG	Federal-Mogul Corporation
Daiwa Europe	Fiat Auto S.p.A.
Dana Corporation	Fiat Spa
Dana Holding Corporation	Fidelity Investments
Davis Polk & Wardwell	Fidelity Management & Research
Deloitte & Touche	Fifth Third Bank
Delta Air Lines Inc.	First Data Corporation
Denso Corporation	First Union Corporation
Denso International America, Inc.	Ford Motor
Department of Finance and Administration	Forstmann Little
Deutsche Bank	Fortis Bank N.V.

Franklin Mutual Advisors LLC  
Frontier Corp  
GE Asset Management Incorporated  
GE Capital Corporation  
GE Commercial Finance  
GE Financial Services  
GE Fleet Services  
GE Insurance Solutions  
General Electric Capital Corporation  
General Electric Company  
General Motors – Egypt  
General Motors (China) Investment  
Company Ltd.  
General Motors Acceptance Corporation  
General Motors Asia Pacific Pte Ltd  
General Motors Canada Limited  
General Motors China Inc.  
General Motors Colmotores S.A.  
General Motors Corp: Taiwan  
General Motors Corporation  
General Motors Corporation - Hong Kong  
General Motors De Mexico  
General Motors Europe AG  
General Motors Europe Holding SL  
General Motors Europe Holdings S.L.  
General Motors India Private Limited  
General Motors Italia S.R.L.  
General Motors Japan Ltd.  
General Motors of Canada Limited  
General Motors Thailand Ltd.  
General Motors Venezolana C.A.  
Geocapital LLC  
Getrag Corporation  
GKN Plc  
GM (China) Investment Co Ltd  
GM Daewoo Auto & Technology  
GM Holden Ltd.  
GM LAAM  
GMAC  
GMAC Commerical Credit, L.L.C.  
GMAC LLC  
Goldman Sachs  
Goodyear Tire & Rubber Company  
Goss International Corporation  
Granite  
Great American Health Plans, Inc.  
Greenwich Capital Markets

Grocery Manufacturers of America  
GSI Lumonics  
Guardian Industries Corporation  
Harris Corp.  
Hayes Lemmerz International Inc.  
Haynes & Boone LLP  
Hec Holdings, Inc.  
Heidrick & Struggles International Inc.  
Helaba Landesbank Hessen-Thueringen  
Hella KGaA Hueck & Co.  
Henry Schein Inc.  
Hertz  
Hess Corporation  
Hewlett Packard  
Hicom Holdings Berhad  
Highbridge Capital Management, LLC  
Hitachi  
Hitachi Data Systems Corporation  
Hli Operating Company, Inc.  
Home Depot (The)  
Houlihan Lokey Howard & Zukin  
HP-Pelzer Beteiligungsholding GmbH  
HSB Engineering Insurance Ltd.  
HSBC  
Hughes Aircraft Company  
Hughes Electronics Corporation  
Hutchings Automotive Products Inc.  
IBC Vehicles Limited  
Icahn Enterprises Holdings L.P.  
Illinois Tool Works, Inc.  
Infomedia Ltd.  
ING Bank  
Intelsat Corporation  
International Automotive Components  
Inteva Products LLC  
Isuzu Motors  
J.P. Morgan Securities Inc.  
Jenner & Block  
Johnson Controls  
Johnson Industries Pty Ltd.  
Jones Day USA  
JPMorgan Chase Bank, N.A.  
Kautex Textron de Mexico  
KBC Bank  
Key Safety Systems de Mexico  
King Street Capital Management, L.P.  
Kirkland & Ellis LLP



Kohlberg Kravis Roberts & Co.  
Korea Development Bank  
KPMG  
Krispy Kreme Doughnuts Inc  
Lear Corporation  
Lehman Brothers  
Lehman Brothers Asset Management LLC  
Leucadia National Corporation  
Lexington Insurance Company  
Lincoln National Life Insurance Company  
Lio Ho Machine Works Ltd.  
Lloyd's  
M&T Bank  
Mackay Shields LLC USA  
Magna International Inc.  
Mallesons Stephen Jaques  
Maritz Inc.  
Marsh USA Inc  
Martinrea International Inc.  
MCI  
MCI WorldCom  
Mellon Bank  
Mellon Capital Management Corporation  
Merck & Co. Inc.  
Merrill Lynch  
Metiom Inc.  
Minnesota Mining & Manufacturing  
Mitsubishi Electric Corporation  
Mizuho Corporate Bank  
Mold-Masters Limited  
Morgan Stanley and Co.  
Morgan, Lewis & Bockius  
Motorola Inc.  
MX Energy  
Mxenergy Inc  
National Car Rental Systems, Inc.  
National City Bank  
National Grid Holdings Limited  
National Safety Council  
National Union Fire Insurance Company of  
Pittsburgh, Pa.  
National Union Insurance Company  
New Cure, Inc.  
New York Life Insurance  
Nicholas Applegate Capital Management  
Nippon Sheet Glass Company  
Noble International Limited

Nordea Bank  
Nordic Capital  
North Carolina Mutual Life Insurance  
Northern Trust Company  
Northrop Grumman Corporation  
Novem Interior Design  
Oaktree Capital Management, L.P.  
Oklahoma Natural Gas  
Omnibus Bb Transportes S.A.  
OnStar Corporation  
Oppenheimer & Co. Inc.  
Osler, Hoskin & Harcourt LLP  
P.T. General Motors Indonesia  
Pacific Asset Management  
Pacific Gas & Electric Company  
Pacific Investment Management Company  
PanAmSat Corporation  
Panasonic Corporation  
Panhandle Eastern Pipe Line Co  
Penske Automotive Group, Inc.  
Penske Corporation  
Peugeot SA  
Pfizer  
Pharmaceutical Research and Manufacturers  
Association of America  
Plastic Omnium Auto Extérieur  
Portland General Electric Company  
PPG Industries International Inc.  
Price Waterhouse Coopers  
Progressive Corp.  
Prostep AG  
PT General Motors Indonesia  
PTT Chemical Public Company  
Publicis Groupe SA  
Putnam Investments  
Quaker Oats Company  
Qwest Communications, Inc.  
Rbc Dexia Investor Services Trust  
RBS  
Remy International Inc.  
Republic of Uzbekistan  
Research Triangle Institute  
RGA Reinsurance Company  
Riversource Investments LLC  
Robert Bosch Corporation  
Robotic Vision Systems, Inc.  
Rockwood Specialties Group Inc.

Royal Bank of Scotland  
Ruedas De Aluminio  
Rush Enterprises, Inc.  
Saab  
SAIC Motor UK Holdings Limited  
Sanford C. Bernstein & Co., Inc.  
Sanluis Corporacion S.A.B. de C.V.  
Sara Lee Corporation  
Saturn Corporation (UK) Limited  
Saudi Basic Industries Corporation  
SBC  
Schaeffler KG  
Scottish & Newcastle PLC  
Shanghai Automotive Industry  
Silverado Management Group, L.P.  
Simpson Thacher & Bartlett  
SK Telecom Co. Ltd.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Skandivaviska Enskilda Banken  
SMBC  
Societe Française de Radio SA (SFR SA)  
Societe Generale  
Sonnenschein Nath & Rosenthal LLP  
Southeastern Asset Management, Inc  
Southern California Edison  
Southern California Gas Co  
Southwestern Bell Corporation  
Southwestern Bell Telecom  
Sprint Corporation  
Standard Chartered Bank  
Starcom MediaVest Group, Inc.  
State Grid Corporation of China  
State Street Bank & Trust Co.  
Stewart McKelvey Stirling Scales  
Sumitomo Electric Industries Ltd.  
SunTrust Banks Inc.  
Super Group Automotive Limited  
Superior Industries International  
Suzuki Motor Corporation  
T Rowe Price Associates, Inc.  
TCW Group, Inc.  
Teachers Insurance and Annuity  
Association-College Retirement Equities  
Fund  
Temic Automotive of North America Inc  
Tenneco Inc  
Tennessee Valley Authority

Texas Instruments, Inc  
Textron Inc.  
The DIRECTV Group  
The First National Bank of Chicago  
The University of Chicago  
The University of North Carolina  
The Vanguard Group Inc  
The Warranty Group Inc  
Thor Industries Inc.  
TI Automotive Ltd.  
Time Warner Telecom, Inc.  
Tk Holdings, Inc.  
Total SA  
Toyota  
Trust Company of The West  
TRW Automotive  
TRW Vehicle Safety Systems, S.A. de C.V.  
Tunas Ridean TBK PT  
U.S. Bank N.A.  
UBS  
Union Pacific Railroad Company Inc  
United Online, Inc.  
United Solar Ovonic Corp.  
US Federal Trade Commission  
Valeo  
Vanguard Car Rental USA Inc  
Veolia Environment  
Verizon  
Vestar Capital Partners Europe  
VF Corporation  
Visteon Corporation  
Vitesse Semiconductor Corporation  
VM Holdings B.V.  
VM Motori S.p.A  
Wachovia Corporation  
WBL Corp. Ltd.  
Webasto Ag  
Weil, Gotshal & Manges LLP  
Wellington Management Co. LLP  
Wells Fargo Bank - Various Regs.  
Western Asset Management Co.  
WestLB  
White & Case, L.L.P.  
Wilmington Trust Company  
Wind Point Partners  
Winn-Dixie Stores Inc.  
Winnebago Industries Inc.

Woodward Governor Company  
Xcel Energy  
Xerox Corporation  
XM Satellite Radio Inc.  
Yazaki Corporation  
Yazaki North America Inc  
ZF Electronics Corporation  
Zurich Insurance Company

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:
<b>f/k/a General Motors Corp., et al.</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

**ORDER PURSUANT TO 11 U.S.C. §§ 327(e) AND  
FED. R. BANKR. P. 2014 AUTHORIZING RETENTION AND  
EMPLOYMENT OF BAKER & MCKENZIE AS SPECIAL COUNSEL  
TO THE DEBTORS, *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

Upon the Application, dated July 21, 2009 (the “**Application**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 327(e) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for entry of an order authorizing the retention and employment of Baker & McKenzie (“**Baker**”) as special counsel to the Debtors, *nunc pro tunc* to the Commencement Date, all as more fully described in the Application; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to sections 327(e) of the Bankruptcy Code, the Debtors are authorized to employ and retain Baker as special counsel to the Debtors on the terms set forth in the Application and this Order, effective *nunc pro tunc* to the Commencement Date, for the Representative Matters identified in the Application and in accordance with Baker's customary rates in effect from time to time and its disbursement policies; and it is further

ORDERED that Baker shall apply for compensation and reimbursement of expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that Baker shall notify in writing this Court, the Debtors, the U.S. Trustee, and any official committee of any change in the hourly rates charged by Baker for services rendered; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
\_\_\_\_\_, 2009

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United States Bankruptcy Judge